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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**ORDER SETTING AN EXPEDITED HEARING ON "FIRST DAY
PLEADINGS" AND FOR RELATED RELIEF**

Upon the motion (the "Motion")¹ of the Debtors
for an order, pursuant to Bankruptcy Code sections 105
and Rule 9013-1(M) and (N) of the Local Bankruptcy Rules

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), authorizing, but not directing, setting an expedited hearing at the Court's earliest convenience on the Debtors' "first day" motions and applications and deeming the Debtors' notice of the First Day Hearing as set forth herein to be adequate and appropriate notice under the circumstances and the First Day Affidavit; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. A hearing will be held on November 10, 2008 at 1:00 p.m., prevailing Eastern Time (the "First

Day Hearing"), to hear and consider the "first day" motions and applications listed on the proposed agenda attached hereto as Exhibit A (collectively, the "First Day Pleadings").

3. The form of the Notice Of Bankruptcy Filing And Debtor's Presentation Of Motions And Applications To The Court For Consideration attached hereto as Exhibit B (the "First Day Notice") is hereby approved in all respects.

4. Service (a) by hand or facsimile, of the First Day Pleadings and related documents (including the First Day Notice) on: (i) the Office of the United States Trustee for the Eastern District of Virginia, (ii) counsel to the agent for Debtors' postpetition lenders, and (iii) counsel to the agent for the Debtors' prepetition lenders; and (b) service by facsimile of the First Day Notice on the following parties for which the Debtors have a facsimile number: (i) the entities listed on the Consolidated List of Creditors Holding the Fifty (50) Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d), (ii) the banks at which the Debtors maintain bank accounts, (iii) each of the

landlords for which the Debtors are seeking to reject an unexpired lease of non-residential real property; (iv) the Internal Revenue Service, and (v) the Securities and Exchange Commission, is adequate and appropriate notice of the First Day Hearing under the circumstances.

5. The notice requirements of Local Bankruptcy Rule 9013-1(M) are hereby waived for the Motion and the other First Day Pleadings, subject to the Court's right, upon further consideration at the First Day Hearing, to require additional notice with respect to any particular First Day Pleading, other than this Motion.

6. Subject to the Debtors serving the First Day Pleadings in accordance with this Order, the requirements of Local Bankruptcy Rule 9022-1(B), (C) are hereby waived for the Motion and the other First Day Pleadings.

7. The requirement of filing a written response to the First Day Pleadings is waived.

8. The endorsement requirement of Local Bankruptcy Rule 9022-1(C) is hereby waived for the purposes of this Order.

9. A copy of this Order shall be separately docketed in each of the Debtors' chapter 11 cases.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Richmond, Virginia
[_____] , 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Proposed Counsel to the Debtors
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

Exhibit A

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In re: : Chapter 11
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: Case No. 08-35653
CIRCUIT CITY STORES, INC., :
et al., : Jointly Administered
: :
Debtors.¹ :
: :
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¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796),

(cont'd)

**AGENDA OF MATTERS SCHEDULED FOR HEARING ON
NOVEMBER 10, 2008 AT 1:00 P.M.**

Set forth below are the matters previously scheduled to be heard before the Honorable [____], United States Bankruptcy Judge, in the United States Bankruptcy Court for the Eastern District of Virginia, Spottswood W. Robinson III & Robert R. Merhige, Jr., U.S. Courthouse, Courtroom 5000, 701 East Broad Street Richmond, VA 23219-1888, on November 10, 2008 beginning at 1:00 p.m. Eastern.

I. INTRODUCTION

Preliminary Remarks and Introduction

1. Declaration Of Bruce H. Besanko, Executive Vice President And Chief Financial Officer Of Circuit City Stores, Inc., In Support Of Chapter 11 Petitions And First Day Pleadings (Docket No. 22)

II. FIRST-DAY PAPERS

2. Motion Of The Debtors, Pursuant To 11 U.S.C. § 105 And Local Bankruptcy Rule 9013-1(M), For An Order Setting An Expedited Hearing On "First Day Pleadings" And For Related Relief (Docket No. 25)

(cont'd from previous page)

Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

3. Motion Of Debtors For Order Directing Joint Administration Pursuant To Bankruptcy Code Section 302 And Bankruptcy Rule 1015(b) And Waiving Requirements Of Bankruptcy Code Sections 105 And 342(C)(1) And Rules 1005 And 2002(n) (Docket No. 3)
4. Application Of Debtors For Order Under 28 U.S.C. § 156(c) And Bankruptcy Rule 2002(f) Approving Agreement With Kurtzman Carson Consultants LLC And Appointing As Claims, Noticing, And Balloting Agent (Docket No. 17)
5. Motion Of The Debtors For An Order Pursuant To Bankruptcy Code Sections 102 And 105, Bankruptcy Rules 2002 And 9007, And Local Bankruptcy Rules 2002-1 And 9013-1 Establishing Certain Notice, Case Management And Administrative Procedures (Docket No. 5)
6. Motion Of The Debtors, Pursuant To 11 U.S.C. §§ 105(a), 342(a) And 521, Fed. R. Bankr. P. 1007 And Local Bankruptcy Rule 1007-1, For Authority To (A) Prepare A List Of Creditors In Lieu Of Submitting A Formatted Mailing Matrix And (B) File A Consolidated List Of The Debtors' Fifty (50) Largest Unsecured Creditors (Docket No. 4)
7. Motion Of Debtors For Order Pursuant To 11 U.S.C. §§ 105(a), 363 And 364 And Fed. R. Bankr. P. 6003 (I) Authorizing Maintenance Of Existing Bank Accounts, (II) Authorizing Use Of Existing Business Forms, (III) Authorizing Use Of Existing Cash Management System, (IV) Authorizing Intercompany Transactions And (V) Granting Superpriority Status To Intercompany Claims (Docket No. 15)
8. Motion of the Debtors for Interim and Final Waivers of Investment and Deposit Requirements Pursuant to Bankruptcy Code Sections 105 and 345 (Docket No. 16)

9. Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(a), 363, 507(a), 541, 1107(a) And 1108 And Bankruptcy Rule 6003 Authorizing Debtors To Pay Prepetition Wages, Compensation, And Employee Benefits (Docket No. 6)
10. Motion Of The Debtors For Order Pursuant To Bankruptcy Code Sections 105(a), 506(a), 507(a)(8), 541 And 1129 And Bankruptcy Rule 6003 Authorizing The Debtors To Pay Prepetition Sales, Use, Trust Fund And Other Taxes And Related Obligations (Docket No. 7)
11. Motion Of Debtors For Order Under Bankruptcy Code Sections 105(a), 363, And 366, And Bankruptcy Rule 6003 (I) Approving Debtors' Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Requests By Utility Companies For Additional Assurance Of Payment, (III) Scheduling A Hearing With Respect To Contested Adequate Assurance Of Payment Requests, And (IV) Authorizing Debtors To Pay Claims Of A Third Party Vendor (Docket No. 8)
12. Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(a), 363, 506, 507(a), 553, 1107(a), 1108 And 1129(b) And Bankruptcy Rule 6003 Authorizing Continuation Of Certain Customer Practices (Docket No. 9)
13. Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105, 362(b), 363, 503(b), 506, 546(b), 1107(a) And 1108 And Bankruptcy Rule 6003 Authorizing Payment Of Certain Prepetition Shipping And Delivery Charges (Docket No. 10)
14. Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(a), 362(b), 506, 546(b), 1107(a), 1108 And 1129 And Bankruptcy Rule 6003 Authorizing Payment Of Contractors In Satisfaction Of Liens (Docket No. 11)

15. Motion Of Debtors For Order Pursuant To Bankruptcy Code Sections 105, 363, 1107(a) And 1108, And Bankruptcy Rule 6003 Authorizing Debtors To Pay Prepetition Claims Of Certain Foreign Vendors And Service Providers (Docket No. 12)
16. Motion Of The Debtors For Order Pursuant To Bankruptcy Code Sections 105, 363, 364, 1107 And 1108, And Bankruptcy Rule 6003 (I) Authorizing Debtors To Maintain Insurance Policies, Pay Insurance Obligations, And Renew Insurance Policies; (II) Authorizing Intercompany Transactions; And (III) Granting Superpriority Claim Status To Postpetition Intercompany Claims (Docket No. 13)
17. Motion Of Debtors For Order Under Bankruptcy Code Sections 105(a), 362, 503(b), 507(a), 546(c), And 546(h) (I) Granting Administrative Expense Status To Obligations From Postpetition Delivery Of Goods; (II) Authorizing Payment Of Expenses In The Ordinary Course Of Business; (III) Authorizing Debtors To Return Goods; And (IV) Establishing Procedures For Reclamation Demands (Docket No. 14)
18. Debtors' Motion For Interim And Final Orders Pursuant To 11 U.S.C. §§ 105, 361, 362, 363 And 364 And Federal Rules Of Bankruptcy Procedure 2002 And 4001 (I) Authorizing Debtors (A) To Obtain Postpetition Financing And (B) To Utilize Cash Collateral; (II) Granting Adequate Protection; And (III) Scheduling Interim And Final Hearings (Docket No. 23)
19. Motion Of The Debtors For Entry Of Order Pursuant To Bankruptcy Code Sections 105, 363 And 365 (I) Assuming The Agency Agreement Among The Debtors, Hilco Merchant Resources, LLC And Gordon Brothers Retail Partners, LLC, And (II) Authorizing The Debtors To Continue Agency Agreement Sales Pursuant To Store Closing Agreement (Docket No. 24)

20. Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a), 365(a) And 554 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Unexpired Leases Of Nonresidential Real Property And Abandonment Of Personal Property Effective As Of The Petition Date (Docket No. 21)
21. Motion Of Debtors For Order Establishing Bar Date For Filing Requests For Payment Of Administrative Expense Claims Under Bankruptcy Code Sections 105 And 503(b)(9) And Approving Form, Manner And Sufficiency Of Notice Of The Bar Date Pursuant To Bankruptcy Rule 9007 (Docket No. 19)
22. Motion For Order Under 11 U.S.C. §§ 105, 362 And 541 And Fed. R. Bankr. P. 3001 And 3002 Establishing Notice, Hearing, And Sell-Down Procedures For Trading In Equity Securities And Claims Against The Debtors' Estates (Docket No. 20)

23. Motion to File Certain Documents Under Seal (Docket No.____)

Dated: November 10, 2008
Richmond, Virginia

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Proposed Counsel for Debtors and
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Exhibit B

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: Chapter 11
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¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263),
(cont'd)

**NOTICE OF BANKRUPTCY FILING AND DEBTORS' PRESENTATION OF
MOTIONS AND APPLICATIONS TO THE COURT FOR CONSIDERATION**

PLEASE TAKE NOTICE that on November 10, 2008, Circuit City Stores, Inc. and its affiliates (the "Affiliate Debtors"), the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that the first-day hearing in these cases (the "First-Day Hearing") be held on a date to be announced, to consider the following applications and motions:

1. Motion Of The Debtors, Pursuant To 11 U.S.C. § 105 And Local Bankruptcy Rule 9013-1(M), For An Order Setting An Expedited Hearing On "First Day Pleadings" And For Related Relief (Docket No. 25)

(cont'd from previous page)

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23. Motion to File Certain Documents Under Seal (Docket No.____)

PLEASE TAKE FURTHER NOTICE that in addition to the documents listed above, the Debtors also have filed with the Bankruptcy Court the following document:

1. Declaration Of Bruce H. Besanko, Executive Vice President And Chief Financial Officer Of Circuit City Stores, Inc., In Support Of Chapter 11 Petitions And First Day Pleadings (Docket No. 22).

PLEASE TAKE FURTHER NOTICE that copies of the above referenced documents may be obtained from Circuit City Stores, Inc.'s bankruptcy website,
<http://www.kcc11c.net/circuitcity>

PLEASE TAKE FURTHER NOTICE that documents also
are immediately available through PACER on the court's
website: <https://ecf.vaeb.uscourts.gov/cgi-bin/iquery.pl>

Dated: November 10, 2008
Richmond, Virginia

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